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FEDERAL COMMUNICATIONS COMMISSION
REMITTANCE ADVICE
FORM 159Approved by OMB
3060-0589
Page No. 1 of 1

(1) LOCKBOX # 979091		SPECIAL USE ONLY	
SECTION A - PAYER INFORMATION			
(2) PAYER NAME (if paying by credit card enter name exactly as it appears on the card) Law Offices of Thomas K. Crowe, P.C.		(3) TOTAL AMOUNT PAID (U.S. Dollars and cents) \$1,015.00	
(4) STREET ADDRESS LINE NO. 1 1250 24th Street, NW, Suite 300			
(5) STREET ADDRESS LINE NO. 2			
(6) CITY Washington		(7) STATE DC	(8) ZIP CODE 20037
(9) DAYTIME TELEPHONE NUMBER (include area code) 202-263-3640		(10) COUNTRY CODE (if not in U.S.A.)	
FCC REGISTRATION NUMBER (FRN) REQUIRED			
(11) PAYER (FRN) 0003716172		(12) FCC USE ONLY	
IF MORE THAN ONE APPLICANT, USE CONTINUATION SHEETS (FORM 159-C) COMPLETE SECTION BELOW FOR EACH SERVICE, IF MORE BOXES ARE NEEDED, USE CONTINUATION SHEET			
(13) APPLICANT NAME VoIP TEL, L.P.			
(14) STREET ADDRESS LINE NO. 1 7801 N. Lamar Blvd, Suite B-168			
(15) STREET ADDRESS LINE NO. 2			
(16) CITY Austin		(17) STATE TX	(18) ZIP CODE 78752
(19) DAYTIME TELEPHONE NUMBER (include area code) 512-275-0764		(20) COUNTRY CODE (if not in U.S.A.)	
FCC REGISTRATION NUMBER (FRN) REQUIRED			
(21) APPLICANT (FRN) 0015281686		(22) FCC USE ONLY	
COMPLETE SECTION C FOR EACH SERVICE, IF MORE BOXES ARE NEEDED, USE CONTINUATION SHEET			
(23A) CALL SIGN/OTHER ID	(24A) PAYMENT TYPE CODE CUT	(25A) QUANTITY 1	
(26A) FEE DUE FOR (PTC) \$1,015.00	(27A) TOTAL FEE \$1,015.00	(28A) FCC CODE 1	
(28A) FCC CODE 1		(29A) FCC CODE 2	
(23B) CALL SIGN/OTHER ID	(24B) PAYMENT TYPE CODE	(25B) QUANTITY	
(26B) FEE DUE FOR (PTC)	(27B) TOTAL FEE	(28B) FCC CODE 1	
(28B) FCC CODE 1		(29B) FCC CODE 2	

PAID BY CREDIT CARD

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LAW OFFICES OF THOMAS K. CROWE, P.C.

1250 24th STREET, N.W.
SUITE 300
WASHINGTON, D.C. 20037

TELEPHONE (202) 263-3640
FAX (202) 263-3641
E-MAIL firm@tkcrowe.com

October 19, 2010

BY FEDEX (888-225-5322)

Federal Communications Commission
c/o U.S. Bank - Government Lockbox #979091
SL-MO-C2-GL
1005 Convention Plaza
St. Louis, MO 63101

Re: VoIP TEL, L.P.; Joint International and Domestic Application for
Consent to Transfer of Control of Section 214 Authority

Dear Sir or Madam:

Pursuant to Section 214 of the Communications Act of 1934, as amended and Section 63.04 of the Commission's Rules, please find enclosed an original and four (4) copies of VoIP TEL, L.P.'s Joint International and Domestic Application for Consent to Transfer of Control of Section 214 Authority. Also enclosed is a completed FCC Form 159 with credit card information to authorize the filing fee payment to the FCC in the amount of \$1,015.00.

Please acknowledge receipt of this filing by file-stamping and returning the extra copy of this submission in the envelope provided for this purpose. Please direct any questions regarding this submission to the undersigned.

Sincerely,



Cheng-yi Liu,
Counsel for VoIP TEL, L.P.

Enclosures

cc: Alexis Johns (alexis.johns@fcc.gov)

Approved by OMB
3060-0686

INTERNATIONAL SECTION 214 AUTHORIZATIONS FOR ASSIGNMENT OR TRANSFER OF CONTROL FCC FORM 214TC FOR OFFICIAL USE ONLY	
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APPLICANT INFORMATION

Enter a description of this application to identify it on the main menu:

Joint International and Domestic Transfer of Control Application of VoIP Tel, L.P.

1. Legal Name of Applicant

Name:	VoIP TEL, L.P.	Phone Number:	512-275-0764
DBA Name:		Fax Number:	
Street:	7801 N. Lamar Blvd, Suite B-168	E-Mail:	
City:	Austin	State:	TX
Country:	USA	Zipcode:	78752 -
Attention:	Mubarak Maknojia		

2. Name of Contact Representative

Name:	Thomas K. Crowe	Phone Number:	202-263-3640
Company:	Law Offices of Thomas K. Crowe	Fax Number:	202-263-3641
Street:	1250 24th Street, NW Suite 300	E-Mail:	firm@tkcrowe.com
City:	Washington	State:	DC
Country:	USA	Zipcode:	20037-
Attention:	Cheng-yi Liu	Relationship:	Legal Counsel

CLASSIFICATION OF FILING

3. Choose the button next to the classification that best describes this filing. Choose only one.

☐ a. Assignment of Section 214 Authority

An Assignment of an authorization is a transaction in which the authorization, or a portion of it, is assigned from one entity to another. Following an assignment, the authorization will usually be held by an entity other than the one to which it was originally granted. (See Section 63.24(b).)

☒ b. Transfer of Control of Section 214 Authority

A Transfer of Control is a transaction in which the authorization remains held by the same entity, but there is a change in the entity or entities that control the authorization holder. (See Section 63.24(c).)

☐ c. Notification of Pro Forma Assignment of Section 214 Authority (No fee required)

☐ d. Notification of Pro Forma Transfer of Control of Section 214 Authority (No fee required)

Date of Consummation: Must be completed if you select c or d.

4. File Number(s) of Section 214 Authority(ies) for Which You Seek Consent to Assign or Transfer Control.
Note: If the Section 214 Authorization Holder whose authority is being assigned or transferred does not have an "ITC" File No. under which it is operating, contact the Help Desk for assistance before proceeding further with this application. You cannot enter an "ITC-ASG" or "ITC-T/C" File No. in response to this question. Your response must specify one or more "ITC" File Nos. Relevant "ITC-ASG" or "ITC-T/C" File Nos. should be listed only in Attachment 1 in response to Question 10.

[illegible]

Name:	VoIP Tel, L.P.	Phone Number:	512-275-0764
DBA Name:		Fax Number:	
Street:	8423 Research Blvd	E-Mail:	
City:	Austin	State:	TX
Country:	USA	Zipcode:	78758
Attention:			

6. Name of Assignor / Transferor

Name: Mubarak Maknojia

Phone Number: —

DBA Name: Mubarak Maknojia

Fax Number:

Street: 5956 Cape Coral Dr

E-Mail:

City: Austin

State: TX

Country: USA

Zipcode: 78723 —

Attention:

7. Name of Assignee / Transferee

Name: Amin Hemani

Phone Number: —

DBA Name:

Fax Number:

Street: 2424 Madeline Loop

E-Mail:

City: Cedar Park

State: TX

Country: USA

Zipcode: 78613 —

Attention: Mr Amin Hemani

8a. Is a fee submitted with this application?

- ☒ If Yes, complete and attach FCC Form 159. If No, indicate reason for fee exemption (see 47 C.F.R. Section 1.1114).
☐ Governmental Entity ☐ Noncommercial educational licensee ☐ Notification of Pro Forma (No fee required.)
☐ Other (please explain):

8b. You must file a separate application for each legal entity that holds one or more Section 214 authorizations to be assigned or transferred.

Fee Classification CUT – Section 214 Authority

9. Description (Summarize the nature of the application.)

(If the complete description does not appear in this box, please go to the end of the form to view it in its entirety.)

Joint International and Domestic Transfer of Control Application of
VoIP Tel, L.P.

10. In Attachment 1, please respond to paragraphs (c) and (d) of Section 63.18 with respect to the assignor/transferor and the assignee/transferee. Label your response "Answer to Question 10".

11. Does any entity, directly or indirectly, own at least ten (10) percent of the equity of the assignee/transferee as determined by successive multiplication in the manner specified in the note to Section 63.18(h) of the rules? ☐ Yes ☒ No

If you answered "Yes" to this question, provide in Attachment 1, the name, address, citizenship, and principal businesses of each person or entity that directly or indirectly owns at least ten (10) percent of the equity of the assignee/transferee, and the percentage of equity owned by each of those persons or entities (to the nearest one percent). Label your response "Answer to Question 11."

12. Does the assignee/transferee have any interlocking directorates with a foreign carrier?

☐ Yes ☒ No

If you answered "Yes" to this question, identify each interlocking officer/director in Attachment 1. (See Section 63.09(g).) Provide the name and position/title of the individual or entity, the name of the foreign carrier, and the country in which the foreign carrier is authorized to operate. Label your response: "Answer to Question 12."

13. Provide in Attachment 1 a narrative of the means by which the proposed assignment or transfer of control will take place. In circumstances of a substantial assignment or transfer of control pursuant to Section 63.24(e), where the assignor seeks authority to assign only a portion of its U.S. international assets and/or customer base, please specify whether the assignor requests authority to continue to operate under any or all of its international Section 214 File Nos. after consummation; and, if so, please specify in Attachment 1 each File No. it seeks to retain in its own name. Label your response "Answer to Question 13."

Note: The assignor may retain any or all of its international Section 214 File Nos. In that case, the assignor will continue to hold the international section 214 authorizations that it specifies in response to this question. The ITC-ASG File No. that the Commission assigns to this application will, when granted, constitute Commission authorization of the proposed assignment of assets and /or customers from the assignor to the assignee. Unless Commission grant of the assignment application specifies otherwise, the assignee may provide the same services on the same routes as permitted under the assignor's Section 214 authorization(s), and the assignee may provide such service to any customers it may obtain in the ordinary course of business.

If this filing is not a notification of a pro forma assignment or pro forma transfer of control, please respond to Questions 14–20 below. (See Section 63.24(d).) Otherwise, you may proceed to Question 21 below.

14. Check "Yes" below if the assignee is a foreign carrier or if, upon consummation of the proposed assignment or transfer of control, the Section 214 holder would be affiliated with a foreign carrier. (See Section 63.18 (i).) The terms "foreign carrier" and "affiliated" are defined in Section 63.09 (d) & (e) of the rules respectively.

☐ Yes ☒ No

If you answered "Yes" to this question, please specify in Attachment 1 each foreign country in which the assignee is a foreign carrier or in which the Section 214 holder, upon consummation, would be affiliated with a foreign carrier. Label your response, "Answer to Question 14."

15. If this application is granted and the proposed assignment or transfer is consummated, would the Section 214 holder be authorized to provide service to any destination country for which any of the following statements is true?

☐ Yes ☒ No

(1) The Section 214 holder is a foreign carrier in that country; or

(2) The Section 214 holder controls a foreign carrier in that country; or

(3) Any entity that owns more than 25 percent of the Section 214 holder, or that controls the Section 214 holder, controls a foreign carrier in that country.

(4) Two or more foreign carriers (or parties that control foreign carriers) own, in the aggregate, more than 25 percent of the Section 214 holder and are parties to, or the beneficiaries of, a contractual relation (e.g., a joint venture or market alliance) affecting the provision or marketing of international basic telecommunications services in the United States.

If you answered "Yes" to this question, please specify in Attachment 1 each foreign carrier and country for which any of the above statements would be true. Label your response, "Answer to Question 15."

16. If you answered "Yes" to question 14, do you request classification of the Section 214 holder as a "non-dominant" carrier, upon consummation of the proposed transaction, between the United States and any or all countries listed in response to Question 14? See Section 63.10 of the rules.

☐ Yes ☒ No

If you answered "Yes" to this question, you must provide information in Attachment 1 to demonstrate that the Section 214 holder would qualify for non-dominant classification under Section 63.10 of the rules on each U.S.-destination country route where it would be a foreign carrier, or would be affiliated with a foreign carrier and for which you request non-dominant classification. Label your response, "Answer to Question 16."

17. If you answered "Yes" to question 14 and you have not provided information in response to Question 16 to demonstrate that the Section 214 holder would qualify for non-dominant classification under Section 63.10 of the rules on each U.S.-destination route where it would be a foreign carrier, or be affiliated with a foreign carrier, check "Yes" below to certify that the assignee/transferee agrees to comply with the dominant carrier safeguards in Section 63.10 (c) & (e) of the rules in the provision of international service between the United States and any foreign country(ies) for which you have not provided the required information.

☐ Yes, I certify that I agree to comply with the dominant carrier safeguards in Section 63.10 (c) & (e) of the rules in my provision of international service between the United States and the following foreign country(ies):

☒ No, Does not apply.

18. If you answered "Yes" to question 15, and if you have not provided information in response to question 16 to demonstrate that the Section 214 holder would qualify for non-dominant classification under Section 63.10 of the rules in its provision of service to each of the countries identified in response to question 15, the Section 214 holder may not be eligible to provide international telecommunications service between the U.S. and each such country following consummation of the assignment or transfer. In order to determine whether the public interest would be served by authorizing service on these U.S.-destination country routes, the assignee/transferee must provide information, in Attachment 1, to satisfy one of the showings specified in Section 63.18(k) of the rules. Label your response, "Answer to Question 18."

19. If the assignee, or the Section 214 holder that is the subject of this transfer of control application, is a provider of Commercial Mobile Radio Services, you need not answer this question.

If any of the Section 214 authorization(s) that would be assigned or transferred, authorize the Section 214 holder to resell the international switched services of an unaffiliated U.S. carrier for the purpose of providing international telecommunications services to a country listed in response to question 14, and unless you have provided information in response to question 16 to demonstrate that the Section 214 holder would qualify for non-dominant classification under Section 63.10(a)(3) of the rules for each country, check "Yes" below to certify that the assignee/transferee will file the quarterly traffic reports required by Section 43.61(c) of the rules; and/or state in Attachment 1 that the foreign carrier(s) for which the applicant has not made a showing under Section 63.10(c)(3) do(es) not collect settlement payments from U.S. international carriers. (See Section 63.18(l).)

☒ Yes, I certify that I agree to comply with the quarterly traffic reporting requirements set forth in section 43.61(c) of the rules.

20. If the applicant desires streamlined processing pursuant to Section 63.12 of the rules, provide in Attachment 1 a statement of how the application qualifies for streamlined processing. (See Section 63.18(p).) Note that, if the application is being filed in connection with a sale of assets or reorganization of a carrier or its parent pursuant to the U.S. bankruptcy laws, the application may not be eligible for streamlined processing until final bankruptcy court approval of the proposed sale or reorganization.

Applicant certifies that its responses to questions 21 through 25 are true:

21. The assignee/transferee certifies that it has not agreed to accept special concessions directly or indirectly from a foreign carrier with respect to any U.S. international route where the foreign carrier possesses sufficient market power on the foreign end of the route to affect competition adversely in the U.S. market and will not enter into any such agreements in the future. ☒ Yes ☐ No

22. By signing this application, the undersigned certify either (1) that the authorization(s) will not be assigned or that control of the authorization(s) will not be transferred until the consent of the Federal Communications Commission has been given, or (2) that prior Commission consent is not required because the transaction is subject to the notification procedures for pro forma transactions under Section 63.24 of the rules. The assignee/transferee also acknowledges that the Commission must be notified by letter within 30 days of a consummation or of a decision not to consummate. (See Section 63.24(e)(4).) ☒ Yes ☐ No

23. If this filing is a notification of a pro forma assignment or transfer of control, the undersigned certify that the assignment or transfer of control was pro forma and that, together with all previous pro forma transactions, does not result in a change in the actual controlling party. ☐ Yes ☐ No
☒ Not a Pro Forma

24. The undersigned certify that all statements made in this application and in the exhibits, attachments, or documents incorporated by reference are material, are part of this application, and are true, complete, correct, and made in good faith.	<input checked="" type="radio"/> Yes <input type="radio"/> No
25. The assignee/transferee certifies that neither it nor any other party to the application is subject to a denial of Federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988, 21 U.S.C. § 862, because of a conviction for possession or distribution of a controlled substance. See Section 1.2002(b) of the rules, 47 CFR § 1.2002(b), for the definition of "party to the application" as used in this certification.	<input checked="" type="radio"/> Yes <input type="radio"/> No

CERTIFICATION

26. Printed Name of Assignor / Transferor Mubarak Maknojia	29. Printed Name of Assignee / Transferee Amin Hemani
27. Title (Office Held by Person Signing) President	30. Title (Office Held by Person Signing) Vice President
28. Signature (Enter the name of the person who will sign the paper version of this form for retention in their files) Mubarak Maknojia	31. Signature (Enter the name of the person who will sign the paper version of this form for retention in their files) Amin Hemani
<p align="center">WILLFUL FALSE STATEMENTS MADE ON THIS FORM ARE PUNISHABLE BY FINE AND / OR IMPRISONMENT (U.S. Code, Title 18, Section 1001), AND/OR REVOCATION OF ANY STATION AUTHORIZATION (U.S. Code, Title 47, Section 312(a)(1)), AND/OR FORFEITURE (U.S. Code, Title 47, Section 503).</p>	

FCC NOTICE REQUIRED BY THE PAPERWORK REDUCTION ACT

The public reporting for this collection of information is estimated to average 8 hours per response, including the time for reviewing instructions, searching existing data sources, gathering and maintaining the required data, and completing and reviewing the collection of information. If you have any comments on this burden estimate, or how we can improve the collection and reduce the burden it causes you, please write to the Federal Communications Commission, AMD-PERF, Paperwork Reduction Project (3060-0686), Washington, DC 20554. We will also accept your comments regarding the Paperwork Reduction Act aspects of this collection via the Internet if you send them to PRA@fcc.gov. PLEASE DO NOT SEND COMPLETED FORMS TO THIS ADDRESS.

Remember – You are not required to respond to a collection of information sponsored by the Federal government, and the government may not conduct or sponsor this collection, unless it displays a currently valid OMB control number or if we fail to provide you with this notice. This collection has been assigned an OMB control number of 3060-0686.

THE FOREGOING NOTICE IS REQUIRED BY THE PAPERWORK REDUCTION ACT OF 1995, PUBLIC LAW 104-13, OCTOBER 1, 1995, 44 U.S.C. SECTION 3507.

VoIP TEL, L.P.
Joint International and Domestic Application for Consent to
Transfer of Control of Section 214 Authority
Attachment 1

ANSWER TO QUESTION 10:

Please direct all correspondence concerning the instant application to the following communications counsel for Applicant:

Thomas K. Crowe
Cheng-yi Liu
Law Offices of Thomas K. Crowe, P.C.
1250 24th St., NW, Suite 300
Washington, D.C. 20037
Phone: (202) 263-3640

In addition, please direct correspondence concerning the application specifically for the Transferee and Transferors to the following:

For Amin Hemani (Transferee):

63.18(c): Amin Hemani
2424 Madeline Loop, Cedar Park, TX 78613
Phone: 512-257-7446

63.18(d): Amin Hemani, an individual, has not previously received authority under Section 214 of the Act (however, *see* Footnote 1).

For Muhammad Ali (Transferor):

63.18(c): Muhammad Ali
8585 Spicewood Spring Rd # 520, Austin, TX 78759
Phone: 512-275-0764

63.18(d): Muhammad Ali, an individual, has not previously received authority under Section 214 of the Act (however, *see* Footnote 1).

For Mubarak Maknojia (Transferor):

63.18(c): Mubarak Maknojia
5956 Cape Coral Dr, Austin, TX 78723
Phone: 512-275-0764

63.18(d): Mubarak Maknojia, an individual, has not previously received authority under Section 214 of the Act (however, *see* Footnote 1).

ANSWER TO QUESTION 11:

Since the Transferee is an individual, no persons or entities currently own, directly or indirectly at least ten (10) percent of the equity of the Transferee. The Transferee, Mr. Amin Hemani, is a citizen of the U.S.A., and his principal occupation/business is in information technology.

The following persons currently own, directly or indirectly, at least ten (10) percent of the equity in VoIP TEL, L.P. ("Applicant") as determined by successive multiplications in the manner specified in the note to Section 63.18(h) of the Commission's rules:

Name	% of Shares	Citizenship	Principal Occupation/Business
Mubarak Maknojia (address provided above in Answer to Question 10)	50% (49.5% direct, 0.5% indirect)	U.S.A.	Information Technology
Muhammad Ali (address provided above in Answer to Question 10)	50% (49.5% direct, 0.5% indirect)	Pakistan	Information Technology
No other individual or entity holds a 10% or greater interest in Applicant.			

ANSWER TO QUESTION 13:

The instant application requests Federal Communications Commission ("Commission") consent to the transfer of control of Applicant's international Section 214 Authority (File No. ITC-214-20060718-00356, which was granted effective December 13, 2007). Under the proposed transaction, each of the current shareholders of Applicant will transfer partial ownership interests to a new shareholder. Specifically, the existing shareholders Mubarak Maknojia ("Mubarak") and Muhammad Ali ("Muhammad") will each transfer an equal 16.5% direct limited partnership ownership interest in the Applicant to a United States citizen, Mr. Amin Hemani ("Amin"), resulting in Amin holding a 33% direct limited partnership ownership interest in the Applicant.¹

The remaining one percent (1%) interest in the Applicant is held by a Texas limited liability company, VoIP Tech, LLC ("Tech"), which serves as the Managing Partner of Applicant. Currently, Mubarak and Muhammad each hold 50% ownership interest in Tech. Under the proposed transaction, Mubarak and Muhammad will also transfer an equal interest in

¹ The Commission previously approved (under File No. ITC-T/C-20081024-00475) a transfer of control transaction involving the same individuals. Under the previous transaction, Mubarak and Muhammad acquired their current interests from Amin and another of Applicant's prior shareholders.

Tech to Amin, resulting in each of the three individuals holding an equal one-third (1/3) ownership interest in Tech.

As a result, each individual, Mubarak, Muhammad and Amin, will ultimately hold (combining each individual's direct and indirect interests) a total of one-third of the equity in Applicant. The current ownership structure of Applicant is illustrated in **Diagram 1**, and the proposed ownership structure of Applicant is illustrated in **Diagram 2**.

ANSWER TO QUESTION 20:

Applicant qualifies for streamlined processing under Section 63.12 because Applicant, Transferors and the Transferee are not affiliated with a foreign carrier, are not affiliated with a dominant U.S. carrier, and the Applicant qualifies for a presumption of non-dominance under Section 63.10(a)(4).

DOMESTIC APPLICATION SUPPLEMENT

Pursuant to 47 C.F.R. § 63.04 (b), the following information corresponding to 47 C.F.R. §§ 63.04(a)(6) – (a)(12) is supplied in connection with the Application for Consent to Transfer Control of Section 214 Authority and is intended to fulfill the requirements for the transfer of control of a domestic carrier.

Section 63.04(a)(6) - Description of the transaction:

See ANSWER TO QUESTION 13, supra.

Section 63.04(a)(7) - A description of the geographic areas in which the transferor and transferee (and their affiliates) offer domestic telecommunications services, and what services are provided in each area:

Neither the Transferors nor Transferee provide domestic telecommunications service. Applicant provides wholesale telecommunications services and prepaid calling card services nationwide, but primarily in the state of Texas.

Section 63.04(a)(8) - A statement as to how the application fits into one or more of the presumptive streamlined categories in section 63.03 or why it is otherwise appropriate for streamlined treatment:

Since the Transferee is not a telecommunications providers, streamlined processing is appropriate under 47 C.F.R. § 63.03(b)(1)(ii). Further, since Applicant has a share of less than 10 percent of the interstate, interexchange market, provides services exclusively in areas served by dominant local exchange carriers that are not a party to the transaction and no party to the transaction described above is dominant with respect to any service, streamlined processing is appropriate under 47 C.F.R. § 63.03(b)(2)(i).

Section 63.04(a)(9) - Identification of all other Commission applications related to the same transaction:

The instant joint international and domestic application has been filed with the Wireline Competition Bureau and filed electronically with the International Bureau.

Section 63.04(a)(10) - A statement of whether the applicants are requesting special consideration because either party to the transaction is facing imminent business failure:

Not applicable.

Section 63.04(a)(11) - Identification of any separately filed waiver requests being sought in conjunction with the transaction:

Not applicable.

Section 63.04(a)(12) - A statement showing how grant of the application will serve the public interest, convenience and necessity, including any additional information that may be necessary to show the effect of the proposed transaction on competition in domestic markets:

Applicant is a reseller of telecommunication services, providing wholesale services to other carriers and prepaid calling card services to end user customers. The grant of the application will serve the public interest, convenience and necessity by strengthening Applicant's ability to provide cost effective and efficient services to its customers, at competitive rates, through the addition of the resources and expertise of the Transferee. Accordingly, the proposed transaction will benefit consumers, and will not serve to reduce or eliminate competition in domestic or international telecommunications markets.

DIAGRAM 1

CURRENT OWNERSHIP STRUCTURE OF VoIP TEL, L.P.

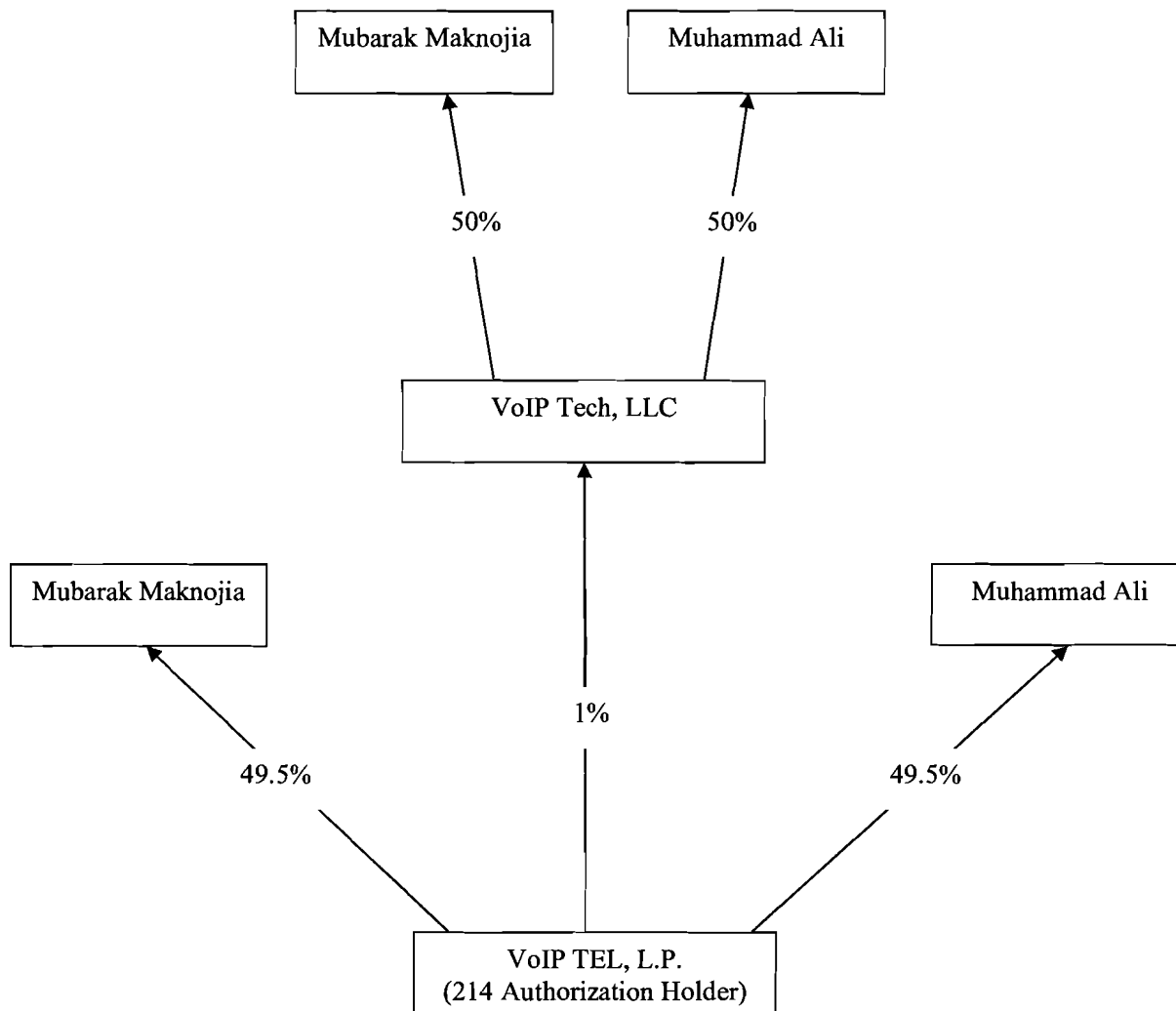


DIAGRAM 2

PROPOSED OWNERSHIP STRUCTURE OF VoIP TEL, L.P.

